

RECORDATION NO. 26953 FILED

MAY 10 '07 -2 05 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

May 10, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 8, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Assignor: Icon Railcar I LLC
100 Fifth Avenue, 4th Floor
New York, NY 10011

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Mr. Vernon A. Williams
May 10, 2007
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A description of the railroad equipment covered by the enclosed document is:

310 railcars within the following series UFIX 13001 – UFIX 13106; UFIX 14001 – UFIX 14074; UFIX 15002 – UFIX 15101; UFIX 16020 – UFIX 16170; UFIX 17001 – UFIX 17048 and UFIX 18001 – UFIX 18055 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of May 8, 2007, by and between ICON RAILCAR I LLC, a limited liability company organized under the laws of the State of Delaware ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:

1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement dated October 19, 1998 between TEXAS GENCO, LP, successor in interest to Reliant Energy Incorporated f/k/a Houston Lighting & Power Company (the "LESSEE") and General Electric Railcar Services Corporation, as supplemented by Rider No. 1 dated October 26, 1998 (hereinafter referred to as the "LEASE") and assigned to and assumed by Assignor pursuant to a Assignment and Assumption Agreement dated November 21, 2002, for three hundred ten (310) railcars bearing the railroad reporting markings set forth on Schedule I. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated May 7, 2007, by and between The David J. Joseph Company ("Buyer") and ICON Capital Corp. ("Seller").

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below.


REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of May 8, 2007.

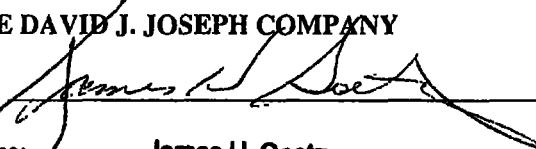
ICON RAILCAR I, LLC

**BY ITS SOLE MEMBER,
ICON INCOME FUND NINE, LLC**

**BY ITS MANAGER,
ICON CAPITAL CORP.**

By: 
Name: Thomas W. Martin
Title: Chairman, Chief Executive Officer and President

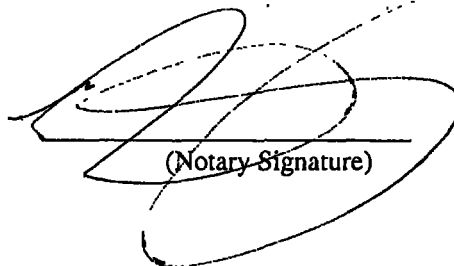
THE DAVID J. JOSEPH COMPANY

By: 
Name: **James H. Goetz**
Executive VP & CFO
Title: _____

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 8th day of May, 2007, before me the subscriber, David Verluzzo, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Thomas W. Martin, to me personally known, who stated and acknowledged that he is the Chairman, Chief Executive Officer and President of ICON Capital Corp., a Connecticut corporation ("ICON Capital"), which is the manager of ICON Income Fund Nine LLC ("Fund Nine"), which is the sole member of ICON Railcar I LLC ("ICON Railcar"), and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of ICON Railcar and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of ICON Railcar, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of May, 2007.



(Notary Signature)

My commission expires:

3/1/2011

DAVID J. VERLUZZO
Notary Public, State of New York
No. 02VE6020342
Qualified in Nassau County
Commission Expires March 1, 2011

DAVID J. VERLUZZO
Notary Public, State of New York
No. 02VE6020342
Qualified in Nassau County
Commission Expires March 1, 2011

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 5th day of MAY, 2007 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named JAMES H. GUETZ, to me personally known, who stated and acknowledged that he is the EVP+CEO of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 8th day of May, 2007.

Angela Denise Watts
(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

CARS:

Three hundred ten (310) railcars bearing UFIX and reporting numbers:

13001-13004	14058-14067	16065-16068
13007-13013	14069-14074	16070-16077
13015	15002	16079
13018-13022	15016	16081-16086
13025	15021	16088-16089
13027-13029	15024-15025	16091-16092
13031-13035	15028	16095-16097
13037-13038	15030	16099
13040-13054	15031	16157
13056	15036-15047	16161-16165
13058-13060	15049-15050	16167
13062	15052-15055	16170
13090	15058-15065	17001-17004
13095	15067-15073	17006-17012
13106	15075-15086	17014-17019
14001	15101	17021-17031
14006-14008	16020-16021	17033-17036
14014-14019	16027	17038-17041
14025-14028	16034	17043-17048
14030	16036-16037	18001-18002
14033	16039-16040	18004
14035-14036	16044-16045	18006-18007
14038-14042	16047-16048	18009-18028
14044-14056	16050-16062	18030-18055

LEASE: Railroad Equipment Lease dated October 19, 1998 between TEXAS GENCO, LP, successor in interest to Reliant Energy Incorporated f/k/a Houston Lighting & Power Company and General Electric Railcar Services Corporation, as supplemented by Rider No. 1 dated October 26, 1998 (hereinafter referred to as the "LEASE") and assigned to and assumed by Assignor pursuant to a Assignment and Assumption Agreement dated November 21, 2002. Such Lease was assigned by ASSIGNEE to ASSIGNOR pursuant to that certain Purchase and Sale Agreement dated May 7, 2007, by and between The David J. Joseph Company and ICON Capital Corp.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/10/07



Robert W. Alvord